

1 BY MS. GUERRIER:

2 Q. Well, was it something that Ripple was  
3 knowledgeable about?

4 MS. ZORNBERG: Object to form.

5 THE WITNESS: Yes. We were deploying XRP  
6 to build an ecosystem of companies that are building  
7 products on XRP Ledger. And in order to build  
8 products, you have to hire engineers to write  
9 software code, which costs money.

10 BY MS. GUERRIER:

11 Q. Right.

12 A. So we're aware that they would be using  
13 the XRP to do that.

14 Q. So you -- once they received the XRP, were  
15 you aware that they were then selling it?

16 A. We --

17 MS. ZORNBERG: Object to form.

18 THE WITNESS: I did not have specific  
19 knowledge of specific sales of XRP.

20 BY MS. GUERRIER:

21 Q. Okay.

22 A. But I was aware, at a high level, that  
23 they needed to liquidate it.

24 MS. GUERRIER: I'm going to hand you a  
25 document premarked EB-42.

1 (Whereupon, Deposition Exhibit EB-42  
2 was marked for identification.)

3 THE WITNESS: Yes.

4 BY MS. GUERRIER:

5 Q. Okay. So the document that I've handed  
6 you, EB-42 is Bates stamped 0472187 to 0472188. And  
7 it's an email from you dated September 6th, 2019,  
8 to [REDACTED]. It copies you. And the subject is  
9 "August 2019 DEV fund report."

10 Do you see that?

11 A. I do.

12 Q. And what are you responding to in this  
13 email?

14 MS. ZORNBERG: Objection to form.

15 THE WITNESS: I'm responding to an email  
16 from [REDACTED].

17 BY MS. GUERRIER:

18 Q. And what is [REDACTED] email about?

19 MS. ZORNBERG: Object to form. Document  
20 speaks for itself.

21 THE WITNESS: [REDACTED] email is  
22 questioning whether we should make payouts in USD as  
23 opposed to XRP.

24 BY MS. GUERRIER:

25 Q. Okay. Can you please read the first

1 statement under [REDACTED] email of Friday,  
2 September 6th, 2019, at 7:22 a.m., the first  
3 bullet point?

4 A. The first bullet point:

5 "The developers are  
6 immediately selling the XRP,  
7 putting downward pressure on the  
8 price."

9 Q. And then the second bullet point?

10 A. "The milestones are denominated in USD,  
11 meaning as the price XRP goes down (as it has), more  
12 XRP is sold, creating a cycle of downward pressure."

13 Q. And then what did you respond to this  
14 email on September 6th, 2019?

15 A. Would you like me to read it?

16 Q. Yes, please.

17 A. "Well, one good thing is that [REDACTED] is  
18 managing all the sales under a single restriction  
19 amount although I don't know how close they get to  
20 hitting it. How much do you think we'll pay out in  
21 the next twelve months? Either way, the fiat needs  
22 to come from somewhere."

23 Q. So [REDACTED] email of  
24 September 6th, 2019, stating that the developers  
25 are selling their XRP immediately, does that refresh



1 your recollection on whether some of the developers  
2 that you worked with were selling their XRP?

3 MS. ZORNBERG: Objection to form.

4 THE WITNESS: So as I believe I stated, I  
5 was aware that developers were selling their XRP.

6 BY MS. GUERRIER:

7 Q. So when you -- what did you mean by -- in  
8 your response on September 6th that it's a good  
9 thing [REDACTED] is managing all the sales under a single  
10 restriction?

11 A. Excuse me. So this is referring to  
12 restrictions in the agreement between [REDACTED] and  
13 Ripple that restricted how much [REDACTED] and their  
14 developers could sell of XRP.

15 Q. Okay. So Ripple knew that the developers  
16 were reselling the XRP into the market. Is that an  
17 accurate statement?

18 MS. ZORNBERG: Object to form.

19 THE WITNESS: I think, as I said, I was  
20 aware that developers were selling XRP.

21 BY MS. GUERRIER:

22 Q. Okay. And my question is that Ripple knew  
23 that the developers were selling the XRP into the  
24 market.

25 MS. ZORNBERG: Okay.

1 BY MS. GUERRIER:

2 Q. I'm asking you if that's an accurate  
3 statement.

4 MS. ZORNBERG: So objection, asked and  
5 answered several times.

6 You can give your understanding.

7 THE WITNESS: So I guess to answer your  
8 question specifically, I'm not sure how Ripple, the  
9 entity, can have knowledge. I was aware that  
10 developers were selling XRP.

11 BY MS. GUERRIER:

12 Q. Mh-hmm. And as the senior vice president  
13 of Xpring, were you aware that there was an  
14 agreement that allowed the developers to sell the  
15 XRP?

16 MS. ZORNBERG: Objection.

17 THE WITNESS: I would say -- I would  
18 characterize it differently. I would say there was  
19 an agreement which restricted sales of XRP.

20 BY MS. GUERRIER:

21 Q. How did it -- how did the agreement  
22 restrict the sale of XRP?

23 MS. ZORNBERG: Objection. Asked and  
24 answered.

25 THE WITNESS: The agreement restricted the

1 amount that a developer could sell based upon the  
2 liquidity in the market over a given period of time.

3 BY MS. GUERRIER:

4 Q. Now, did this restriction have to do with  
5 the effect on the price of the XRP?

6 MS. ZORNBERG: Object. Objection as to  
7 form.

8 THE WITNESS: I'm sorry, could you repeat  
9 the question?

10 (Record read by the reporter  
11 as follows:

12 "QUESTION: Now, did this  
13 restriction have to do with the  
14 effect on the price of the XRP?")

15 MS. ZORNBERG: Object as to form.

16 THE WITNESS: I would say the restriction  
17 was just looking at liquidity of XRP and not wanting  
18 to materially impact it.

19 BY MS. GUERRIER:

20 Q. Okay. What do you mean by "liquidity" in  
21 this context?

22 A. Liquidity is the volume that's bought and  
23 sold of XRP.

24 Q. So would a large amount of XRP on the  
25 market affect liquidity of XRP?



1 MS. ZORNBERG: Object to form.

2 THE WITNESS: Presumably. I'm not an  
3 expert in capital markets.

4 BY MS. GUERRIER:

5 Q. Well, when you say that you were looking  
6 at it under liquidity term, what did you mean by  
7 that?

8 MS. ZORNBERG: Object to form.

9 THE WITNESS: We were trying to be  
10 conservative and good stewards of everybody working  
11 in the XRP ecosystem in not -- while we might  
12 provide large amounts of funding to one individual  
13 developer, we did not want them to just go selling  
14 it all at once. Because it could just dry up  
15 liquidity in the marketplace.

16 BY MS. GUERRIER:

17 Q. Would it affect price if a large quantity  
18 of XRP were placed into the market?

19 A. Presumably.

20 Q. When the developers that you worked with  
21 were selling their XRP into the market, did that  
22 happen? Did it affect the price of the XRP?

23 MS. ZORNBERG: Object to form.

24 THE WITNESS: I don't know.

25 MS. GUERRIER: Okay. This isn't marked,

1 but I'm going to mark this as Exhibit 10.

2 (Whereupon, Deposition Exhibit EB-10  
3 was marked for identification.)

4 THE WITNESS: Okay.

5 BY MS. GUERRIER:

6 Q. This is an email from -- and I'm  
7 reading -- from Breanne Madigan on July 10th, 2019,  
8 to you, copying [REDACTED].

9 Did you have a chance to take a look at  
10 that email?

11 A. I did.

12 MS. ZORNBERG: Note for the record, you're  
13 not referring to the top email.

14 MS. GUERRIER: That's what I said. And  
15 the Bates number is 0312351.

16 BY MS. GUERRIER:

17 Q. So can you tell me what Breanne Madigan is  
18 asking you in this email.

19 MS. ZORNBERG: Object to form. The email  
20 speaks for itself.

21 THE WITNESS: Would you like me to read  
22 it?

23 BY MS. GUERRIER:

24 Q. Do you know -- can you give me a general  
25 understanding of what this email is about?



1 MS. ZORNBERG: Objection. Lack of  
2 foundation.

3 THE WITNESS: So specific to my view on  
4 this was Breanne, who worked on the XRP markets team  
5 and worked with market makers, was exploring the  
6 idea of providing those market makers to Xpring  
7 developers for them to use if they needed to buy or  
8 sell XRP.

9 BY MS. GUERRIER:

10 Q. Okay. So why would Xpring be involved in  
11 buying or selling XRP?

12 MS. ZORNBERG: Object to form.

13 THE WITNESS: Xpring wasn't involved in  
14 buying or selling XRP.

15 BY MS. GUERRIER:

16 Q. The developers that Xpring worked with  
17 were involved in buying and selling XRP?

18 MS. ZORNBERG: Object to form.

19 THE WITNESS: Yeah. As we discussed --

20 BY MS. GUERRIER:

21 Q. Okay.

22 A. -- previously.

23 Q. So is this email trying to explore the  
24 offering programmatic liquidation as part of the XRP  
25 to your team at Xpring?

1 MS. ZORNBERG: Object to form.

2 THE WITNESS: This email is looking to --  
3 I believe this is what you said. This email is  
4 looking to explore the idea of offering programmatic  
5 liquidation as part of what we're doing with  
6 ecosystem companies.

7 BY MS. GUERRIER:

8 Q. Okay. Do you understand what  
9 "programmatic," that term means?

10 A. Generally, yes.

11 Q. What is your understanding of that term?

12 A. I would say it's using computers as  
13 opposed to humans.

14 Q. So do you understand what the term  
15 "programmatic liquidation" means in this email from  
16 Breanne Madigan to you?

17 A. Generally, yes.

18 Q. And what does "programmatic liquidation"  
19 mean?

20 A. I believe what this is looking at is  
21 saying that as part of the way in which we work with  
22 the companies that we're partnering with, instead of  
23 placing contractual requirements on them that  
24 require them to manage through a human to the terms  
25 of a contract, we could offer them a partnership

1 with a company who would actually manage any  
2 liquidations they needed.

3 Q. So to manage their liquidation of XRP. Is  
4 that what you mean?

5 A. Yes.

6 Q. So some of the developers that you're  
7 working with would be using it, the programmatic  
8 liquidation process?

9 MS. ZORNBERG: Object --

10 THE WITNESS: That's what this is  
11 exploring.

12 MS. ZORNBERG: Objection.

13 BY MS. GUERRIER:

14 Q. And then you -- did you have any response  
15 to Ms. Madigan's suggestion about offering  
16 programmatic liquidation to your team as part of the  
17 XRP?

18 A. Not that I'm aware of.

19 Q. Did any -- were any steps ever taken to  
20 offer the programmatic liquidation --

21 MS. ZORNBERG: Object to form.

22 BY MS. GUERRIER:

23 Q. -- to the developers?

24 A. Not that I'm aware of.

25 MS. GUERRIER: Okay. I'm going to hand



1 you what's been premarked EB-33.

2 (Whereupon, Deposition Exhibit EB-33  
3 was marked for identification.)

4 THE WITNESS: Okay.

5 BY MS. GUERRIER:

6 Q. In your capacity as the senior vice  
7 president of Xpring, did you have any interactions  
8 with speculative users of XRP?

9 MS. ZORNBERG: Object to form.

10 THE WITNESS: When -- what do you mean  
11 when you say a "user"?

12 BY MS. GUERRIER:

13 Q. Okay. So do you understand what the term  
14 "speculative use" of -- means in the context of XRP?

15 MS. ZORNBERG: Object to form.

16 THE WITNESS: I believe I have an  
17 understanding of how I think about it.

18 BY MS. GUERRIER:

19 Q. Okay. So how -- what is your definition  
20 of "speculative use" in the context of XRP?

21 A. So -- yeah. I think about --

22 MS. ZORNBERG: Objection to "definition."  
23 You can answer.

24 THE WITNESS: I think about, and  
25 especially in regards to this email, speculative

1 being primary capital markets activity taking place  
2 on exchanges.

3 BY MS. GUERRIER:

4 Q. Okay. So earlier, I believe I asked you  
5 if you were -- if you had any title other than  
6 senior vice president. If I didn't, I apologize.

7 Did you hold any title other than SVP?

8 A. No.

9 Q. Okay. So this email that I just handed  
10 you marked EB-33, docket number -- I mean Bates  
11 number 0235679 to 0235682 is from Brad Garlinghouse  
12 to you, dated June 25th, 2019. And the subject is  
13 "GateHub XRP Hack Review."

14 Do you see that?

15 A. I do.

16 Q. Okay. Now, have you ever been referred to  
17 as GM of XRP?

18 A. No.

19 Q. Okay. So what do you mean in this email  
20 in your -- when you state that:

21 "As part of the 'GM of XRP'  
22 hat you asked me to wear."

23 Why are you referring to yourself in that  
24 capacity?

25 A. Yeah. And there's a reason why this is in

1 quotes. This was really shorthand for the desire  
2 inside the company for an individual -- individual  
3 to be able to think holistically around XRP.

4 Q. Okay. And -- and the June 25, 2019 email,  
5 can you explain what specifically you were trying to  
6 resolve for XRP?

7 MS. ZORNBERG: Object to form and the  
8 email speaks for itself.

9 THE WITNESS: I wasn't trying to resolve  
10 anything for XRP with this.

11 BY MS. GUERRIER:

12 Q. Okay. So what is -- what exactly are you  
13 giving information about in this email?

14 MS. ZORNBERG: Object to form. Document  
15 speaks for itself.

16 THE WITNESS: This is an email to try and  
17 rationalize our internal org structure to be more  
18 effective.

19 BY MS. GUERRIER:

20 Q. Okay. So -- and based on your email,  
21 what -- do you mean -- what is the goal for XRP in  
22 your -- when you're wearing your hat as GM of XRP?

23 MS. ZORNBERG: Object to form.

24 THE WITNESS: Well, if I was to read this  
25 second line here, says:



1                    "As GM of XRP, I think our  
2                    goal is increasing the liquidity of  
3                    XRP."

4       BY MS. GUERRIER:

5           Q.    Was this an accurate statement when you  
6       made it on June 25th, 2019?

7           A.    In that I -- accurate that I thought that?

8           Q.    Yes.

9           A.    Yes. With the caveat that I'm not saying  
10       that's our only goal.

11          Q.    Okay. But that was a goal --

12          A.    Mh-hmm.

13          Q.    -- was to increase the liquidity.

14                   And did you play a role in increasing the  
15       liquidity of XRP at Xpring?

16          A.    Not directly.

17          Q.    Okay. Were you giving advice as to how to  
18       increase the liquidity of XRP in this email?

19                   MS. ZORNBERG: Object to form.

20                   You can answer.

21                   THE WITNESS: This email is aiming to  
22       change the way that our internal organization was  
23       structured, who reported to where, to whom, with  
24       what responsibilities, in order to be more  
25       effective.

1 BY MS. GUERRIER:

2 Q. So why are you talking about, as a goal,  
3 increasing the liquidity of XRP in this email?

4 A. Because that is big picture how we  
5 measured utility of XRP.

6 Q. Okay. If you move down to the third  
7 paragraph after the one we just discussed that says  
8 "I think we should," can you read that statement  
9 into the record, please?

10 A. "I think we should be treating all users  
11 of XRP as developers on the Xpring platform."

12 Q. And can you read the next statement?

13 A. Yes.

14 "This includes both as  
15 speculative and nonspeculative use  
16 case and the technical and  
17 nontechnical users."

18 Q. And why did you want to include the  
19 speculative users as -- under the developer umbrella  
20 of XRP?

21 MS. ZORNBERG: Object to form.

22 THE WITNESS: So I thought this email, if  
23 we go down, is in reference to Brad's email on the  
24 same date at 7:49 a.m. where he said:

25 "It remains confusing to me

1           who 'owns' the account management

2           of digital assets exchanges."

3           And this email is making an argument that

4           the digital asset exchanges should be -- the

5           relationship with them should fall on to team

6           Xpring.

7           BY MS. GUERRIER:

8           Q.    So you would be responsible for

9           speculative users of XRP --

10          MS. ZORNBERG:   Object --

11          BY MS. GUERRIER:

12          Q.    -- under this umbrella?

13          MS. ZORNBERG:   Object to form.

14          THE WITNESS:   In this umbrella, I would be

15          responsible for the relationships with the digital

16          asset exchanges.

17          BY MS. GUERRIER:

18          Q.    So does that -- refers to the speculative

19          and use cases of XRP?

20          MS. ZORNBERG:   Object to form.

21          THE WITNESS:   So for me, when I say

22          "speculative use case," it's around the users of the

23          digital asset exchanges -- the exchanges themselves

24          and their users.

25          / /



1 BY MS. GUERRIER:

2 Q. Okay. So can you read the sentence  
3 after -- next -- right under the "this includes"  
4 that starts with "the speculative use case"?

5 A. Sure.

6 "The speculative use case  
7 can't be ignored given it's the  
8 primary use for XRP today and it's  
9 the source of liquidity for XRP.  
10 If you are an exchange trading  
11 hundreds of millions of XRP a day,  
12 you should have a great  
13 experience."

14 Q. So -- and based on this statement as of  
15 the date of this email of June 25th, 2019, is it  
16 accurate that the speculative use cases were the  
17 primary use for XRP?

18 MS. ZORNBERG: Object to form.

19 THE WITNESS: I would say as of this date,  
20 the exchanges were certainly the primary users of  
21 XRP.

22 BY MS. GUERRIER:

23 Q. And when you say "the exchanges," does  
24 your definition of exchanges cover speculative users  
25 of XRP?

1 MS. ZORNBERG: Object. Object to form.

2 THE WITNESS: Yeah. So if we drop three  
3 bullet points down, I say:

4 "The speculative developers  
5 are: Exchanges, custody providers,  
6 trading platforms, traders and  
7 holders/whales."

8 BY MS. GUERRIER:

9 Q. Okay. So the group that you just  
10 described are the primary users of XRP, based on  
11 your email as of June 25th, 2019?

12 MS. ZORNBERG: Object to form.

13 You can answer.

14 THE WITNESS: Yes.

15 BY MS. GUERRIER:

16 Q. Okay. And then you -- in the same  
17 sentence, you say:

18 "It's the source of liquidity  
19 for XRP."

20 Is that an accurate statement?

21 MS. ZORNBERG: Object to form.

22 THE WITNESS: I think that an accurate  
23 statement is that if you are looking for liquidity  
24 for XRP, as of this date it would be on the  
25 exchanges.

1 BY MS. GUERRIER:

2 Q. And specifically the speculative use  
3 cases?

4 MS. ZORNBERG: Object to form. Misstates  
5 prior testimony.

6 THE WITNESS: Which in this case, as I  
7 very specifically defined, includes our exchanges,  
8 custody providers, trading platforms, traders and  
9 holders/whales.

10 BY MS. GUERRIER:

11 Q. And those are the speculative users of  
12 XRP?

13 A. As I've defined in this, I'm saying the  
14 speculative -- my words -- speculative developers  
15 are: Exchanges, custody providers, trading  
16 platforms, traders and holders.

17 Q. And are they also the speculative use case  
18 that you refer to --

19 A. Oh.

20 Q. -- in your email?

21 A. Yes. That I refer to three bullet points  
22 above?

23 Q. Yes.

24 A. Yes.

25 Q. Okay. Do you know Breanne Madigan?



1 A. I do.

2 Q. Did you work with Breanne Madigan?

3 A. We both were at Ripple at the same time.

4 Q. What was her role at Ripple?

5 A. She was part of the XRP markets team.

6 Q. And what capacity did you -- well, did you

7 work with her on any projects at Ripple?

8 A. Not really, no.

9 Q. Okay. Did she ever speak with you

10 regarding the use -- the speculative use cases that

11 we just discussed in your email of --

12 MS. ZORNBERG: Object to --

13 BY MS. GUERRIER:

14 Q. -- June 25th, 2019?

15 MS. ZORNBERG: Object to form.

16 THE WITNESS: Breanne and I did speak

17 about how do we have the best relationship with the

18 exchanges, the custody providers, the trading

19 platforms, et cetera.

20 BY MS. GUERRIER:

21 Q. Okay. And what did you specifically talk

22 about with Ms. Madigan regarding how you have the

23 best relationships with the exchanges?

24 A. I'm sorry, I didn't quite hear you.

25 Q. What did you specifically discuss with

1 Ms. Madigan regarding how to have the best  
2 relationships with the exchanges?

3 A. I don't remember specifically the  
4 conversations, but as I laid out here, I thought  
5 they were an important part of the developer  
6 ecosystem. And so I wanted to work with her to make  
7 sure that they all had a great experience building  
8 on XRP Ledger.

9 Q. Okay. And did your conversations with her  
10 have anything to do with selling the XRP by these  
11 speculative users of XRP?

12 MS. ZORNBERG: Object to form.

13 THE WITNESS: Sorry, are you asking if it  
14 had to do with any of these entities selling XRP?

15 BY MS. GUERRIER:

16 Q. Yes.

17 A. No. Most of -- most of these entities are  
18 involved in the capital markets, which is buying and  
19 selling. So, I mean, in exchange there's as much  
20 buying as there is selling. So I guess yes,  
21 selling, but also buying.

22 Q. Do you recall having any conversations  
23 with Ms. Madigan regarding managing the flow of XRP  
24 on to the -- any exchanges?

25 MS. ZORNBERG: Object to form.

1 THE WITNESS: The flow of what XRP?

2 BY MS. GUERRIER:

3 Q. Okay. If you go back to your email of  
4 June, the email of June 25th, 2019, you state that  
5 the speculative use cases are the primary use for  
6 XRP and that they're the source of liquidity for  
7 XRP.

8 Did you have any discussions with  
9 Ms. Madigan regarding this subject?

10 MS. ZORNBERG: Object to form in that that  
11 wasn't a fully accurate reading of the statement  
12 from the email.

13 You can answer if you understand.

14 THE WITNESS: So as I believe I stated  
15 previously, I did talk with Ms. Madigan about how to  
16 make sure we have the best relationships with  
17 exchanges, custody providers, trading platforms and  
18 the like.

19 BY MS. GUERRIER:

20 Q. Okay. And how were you going to establish  
21 the best relationships with the exchanges and  
22 trading platforms in the context of your email of  
23 June 25th, 2019?

24 MS. ZORNBERG: Object to form.

25 THE WITNESS: I would say --



1 MS. ZORNBERG: Are you asking about his  
2 communications with Ms. Madigan?

3 MS. GUERRIER: Yes.

4 THE WITNESS: Oh, with Ms. Madigan. I  
5 don't -- I don't recall the specifics.

6 BY MS. GUERRIER:

7 Q. Okay.

8 A. Most of the relationships with the  
9 exchanges generally are with Ms. Madigan, and I  
10 think reading this email, I selfishly thought I and  
11 my team could do a better job at it.

12 Q. A better job at what?

13 A. Managing -- having great experiences for  
14 exchanges, custody providers, trading platforms and  
15 the like.

16 Q. Why would Xpring be involved in trading  
17 platforms and relationship with exchanges?

18 MS. ZORNBERG: Object to form.

19 THE WITNESS: So all of these companies  
20 are technology companies employing software  
21 developers that are use -- writing technology to use  
22 a blockchain. And what Xpring did is we provided  
23 tools, open source free tools, that made it easy for  
24 you to use XRP Ledger, and we provided technical  
25 support to help you if you had questions or concerns

1 about how to use the ledger.

2 And so if you were a developer and an  
3 engineer at an exchange and had questions about how  
4 to implement the XRP Ledger, team Xpring was set up  
5 to help you answer those questions.

6 BY MS. GUERRIER:

7 Q. Including speculative users of XRP?

8 MS. ZORNBERG: Object to form. Misstates  
9 prior testimony.

10 THE WITNESS: Including exchanges,  
11 customer providers, trading platforms and traders.

12 BY MS. GUERRIER:

13 Q. That you define as speculative users of  
14 XRP?

15 A. Here as defined in this email as  
16 speculative developers.

17 Q. Speculative developers. Okay.

18 But also in this email, you talk about the  
19 speculative -- and I'm referring back to the  
20 June 25th, 2019. You talk about both the  
21 speculative and nonspeculative use cases.

22 So what did you specifically mean by the  
23 speculative use case in this email?

24 MS. ZORNBERG: Objection. Asked and  
25 answered.

1           You can answer.

2           THE WITNESS: In this case, I mean the end  
3 users of exchanges, custody providers, trading  
4 platforms and traders.

5 BY MS. GUERRIER:

6           Q. So people buying or selling XRP?

7           MS. ZORNBERG: Object to form.

8 BY MS. GUERRIER:

9           Q. Is that what you're referring to in this  
10 email?

11          A. Or holding or trading or providing market  
12 making.

13          Q. Right.

14          A. These entities, these developers,  
15 exchanges, customer providers, trading platforms and  
16 the like, provide a wide variety of services to  
17 their customers.

18          Q. Right.

19                So were you interested in the actual  
20 customers, the speculative users of the XRP?

21           MS. ZORNBERG: Object to form.

22           THE WITNESS: Interested in what manner?

23 BY MS. GUERRIER:

24           Q. In your email in basically including as  
25 developers on the Xpring platform.



1 MS. ZORNBERG: Object to form.

2 You can answer if you understand the  
3 question.

4 THE WITNESS: I wanted to make sure that  
5 our developers of which I believe the exchanges were  
6 an important one, and their customers, had a great  
7 experience in using XRP and XRP Ledger.

8 BY MS. GUERRIER:

9 Q. Yes, but you're using two terms in this  
10 email it seems. You're using the speculative and  
11 nonspeculative use case, and then you're using the  
12 nonspeculative developers and speculative  
13 developers.

14 Are you making a distinction between those  
15 terms?

16 MS. ZORNBERG: Object to form.

17 THE WITNESS: Generally I would say no.

18 BY MS. GUERRIER:

19 Q. So a speculative use case of XRP in  
20 your -- what is your definition of a speculative use  
21 case of XRP?

22 MS. ZORNBERG: Objection. Asked and  
23 answered many times now. I would ask counsel to  
24 move on.

25 / /

1 BY MS. GUERRIER:

2 Q. Can you answer the question?

3 A. The speculative use case, as I believe  
4 I've stated, is the end users of the exchanges,  
5 custody providers, trading platforms and other.

6 Q. Okay. So when you talk about the  
7 nonspeculative developers, are you speaking --  
8 talking about the same people that you just defined  
9 as the end users of the trading platform?

10 MS. ZORNBERG: Object to form.

11 THE WITNESS: So to follow where I think  
12 you're going, is I would say the nonspeculative use  
13 case are the users of the wallets, the users of the  
14 payment companies, the users who are paying or  
15 remitting directly.

16 BY MS. GUERRIER:

17 Q. Okay. So these -- are these the users  
18 that you wanted to include under your umbrella here  
19 in this email?

20 MS. ZORNBERG: Object to form. Under what  
21 umbrella?

22 THE WITNESS: I'm not sure I know the  
23 answer to that question. Sorry, I'm not sure I know  
24 where you're trying to -- where you're --

25 / /

1 BY MS. GUERRIER:

2 Q. I'm reading your words.

3 A. Yes.

4 Q. Your email. So, you know, I'm trying to  
5 understand what you mean by "this includes both the  
6 speculative and nonspeculative use case and the  
7 technical and nontechnical users." I'm trying to  
8 understand what you mean by speculative use case in  
9 this email versus the speculative developers that  
10 you refer to a few lines below.

11 A. So this email is an attempt to change the  
12 way that Ripple is organized, literally like people  
13 and reporting structure and accountability so that  
14 we can be more effective. And my goal here was  
15 to -- where Xpring traditionally had not worked with  
16 the exchanges, custody providers, trading platforms  
17 and the like, I thought they were an important  
18 constituent of the XRP ecosystem and I wanted to  
19 make sure -- or I thought that if those  
20 responsibilities were given to team Xpring, which I  
21 had a lot of confidence and faith in, that we could  
22 do a good job at making them have a great experience  
23 with XRP and with XRP Ledger.

24 Q. And that included the speculative users --  
25 the end -- the people at the end of the transaction?



1 MS. ZORNBERG: Object to form.

2 THE WITNESS: That definitely included the  
3 customers of our developers.

4 BY MS. GUERRIER:

5 Q. Okay.

6 A. If the customers of the developers aren't  
7 having a good experience, then the developers aren't  
8 having a good experience, then it's not going to  
9 work.

10 Q. Okay. So just to clarify, are you  
11 defining the customers of the developers as  
12 speculative users?

13 MS. ZORNBERG: Object to form.

14 THE WITNESS: I don't think I used the  
15 word "speculative users" in this email.

16 BY MS. GUERRIER:

17 Q. I think you used the word "speculative"  
18 and "nonspeculative use case."

19 A. Correct.

20 Q. Do you make -- what is the distinction  
21 between speculative use case and speculative users?

22 MS. ZORNBERG: Object to form.

23 THE WITNESS: The speculative use case are  
24 the activities provided on exchanges, customer  
25 providers, trading platforms and the like.

1 BY MS. GUERRIER:

2 Q. I'm going to hand you a document premarked  
3 EB-34.

4 MS. ZORNBERG: Thank you.

5 MS. DEARBORN: Counsel, can I ask a  
6 clarifying question? Is this is the same document  
7 as EB-33?

8 MS. GUERRIER: Yeah. That looks like the  
9 same document. I guess I'm going to give you  
10 Exhibit 35. Sorry about it.

11 MS. DEARBORN: The good news is it's much  
12 easier to read.

13 MS. GUERRIER: There you go.

14 (Whereupon, Deposition Exhibit EB-35  
15 was marked for identification.)

16 THE WITNESS: Okay.

17 BY MS. GUERRIER:

18 Q. Did you have a chance to take a look at  
19 EB-35?

20 A. I did.

21 Q. That's the document marked 000144.

22 So this is an email dated July 5th from  
23 you to [REDACTED] and copying [REDACTED] And  
24 the subject is, "Hey."

25 Who is [REDACTED]?

1 A. At the time of this email, [REDACTED]  
2 was, I believe the CEO of Binance.US.

3 Q. What is Binance.US?

4 A. Binance.US is a digital asset exchange.

5 Q. And who is [REDACTED]?

6 A. [REDACTED] was my executive assistant.

7 Q. Okay. So what -- in this email, you're --  
8 are you responding to Ms. [REDACTED] or are you writing  
9 to Ms. [REDACTED]?

10 MS. ZORNBERG: Object to form and the  
11 exhibit contains a series of emails.

12 BY MS. GUERRIER:

13 Q. We're talking about the Friday, July 5th  
14 email of 2019 that I just read into the record.

15 A. So this email is providing Ms. [REDACTED] with  
16 some context around what we've been thinking about  
17 at Xpring because we had invited Ms. [REDACTED] to come  
18 speak at our team off-site.

19 Q. Okay. So under the topic "Some" -- or  
20 this heading "Some context," can you please read  
21 into the record the three points that you make under  
22 some context?

23 A. Yes.

24 "Some context: Xpring is  
25 focusing on XRP adoption,



1 liquidity, transaction volume.  
2 We're building a developer platform  
3 to provider tools, programs and  
4 support to drive this. The primary  
5 use case for XRP today is  
6 speculative and the exchanges  
7 (along with wallets, traders,  
8 custody providers) are the main  
9 enabler of this use case."

10 Q. So the statements you just read, as of  
11 July 5th, 2019, are these an accurate depiction of  
12 what Xpring was focusing on at that time?

13 MS. ZORNBERG: Object to form.

14 THE WITNESS: I would say very much in  
15 shorthand written to someone outside of the company,  
16 I would say it's quite accurate to say we're focused  
17 on XRP, adoption, liquidity and transaction volume.

18 BY MS. GUERRIER:

19 Q. And was it accurate that you were building  
20 a developer platform to provide tools, programs and  
21 support to drive the adoption, liquidity and  
22 transaction volume of XRP?

23 A. Yeah, I think it's important to think of  
24 the receiver of this who is not an exchange.

25 Q. Okay. If you could just answer the

1 question.

2 MS. ZORNBERG: Okay.

3 BY MS. GUERRIER:

4 Q. Was this accurate that you would build --  
5 Xpring was building a developer platform to  
6 provide -- I believe you meant "provide" -- tools,  
7 programs and support to drive the adoption,  
8 liquidity and transaction volume of XRP?

9 MS. ZORNBERG: Okay. Objection to form.  
10 And, please, when you ask a question, please allow  
11 the witness to answer before you interrupt to  
12 reframe your question.

13 MS. GUERRIER: And I'd like to apply that  
14 to you as well for me.

15 BY MS. GUERRIER:

16 Q. If you could please answer the question.

17 A. So I would say it is accurate that when I  
18 want to explain to the leader of a digital asset  
19 exchange what we're building, this is how I would  
20 portray it.

21 Q. So it is an accurate statement as of  
22 June -- July 5th, 2019?

23 MS. ZORNBERG: Objection. And you're --  
24 the witness just gave an answer. Now you're trying  
25 to recharacterize it.

1 BY MS. GUERRIER:

2 Q. If you could answer the question, please.

3 A. This is how I would explain what we're  
4 building at Xpring to the leader of a digital asset  
5 exchange.

6 Q. Okay. And my question is, was this an  
7 accurate statement as of July 5th, 2019?

8 MS. ZORNBERG: Object to form. Same  
9 objection.

10 You should keep answering however is  
11 accurate to you.

12 THE WITNESS: This is how I would explain  
13 this to a leader of a digital asset exchange.

14 BY MS. GUERRIER:

15 Q. Was this an accurate statement or not?

16 MS. ZORNBERG: Objection. Asked and  
17 answered.

18 THE WITNESS: Can you explain to me what  
19 you mean by "accurate"?

20 BY MS. GUERRIER:

21 Q. Is it true that you were building a  
22 developer platform to provide tools, programs and  
23 support to drive the adoption, liquidity and  
24 transaction volume of XRP as of July 5th, 2019?

25 A. Amongst other things, yes.



1 Q. Okay. So the next statement:

2 "The primary use case for XRP  
3 today is speculative and the  
4 exchanges (along with wallets,  
5 traders, custody providers) are the  
6 main enabler of this use case."

7 Is this an accurate statement as of July  
8 5th, 2019?

9 A. I don't know.

10 Q. Okay. So you wrote this statement. What  
11 did you mean by -- by the statement that you wrote  
12 in this email?

13 A. By this statement, I meant [REDACTED]

14 [REDACTED] you should work with us more closely.

15 Q. What do you mean by the primary use case  
16 for XRP today is speculative, in this email of  
17 July 5th, 2019?

18 A. I meant to say the exchanges are an  
19 important part of what we're building.

20 Q. So what does the primary use case in this  
21 statement mean?

22 A. Sorry, can you clarify your question?

23 Q. What do you -- and this is your email.

24 A. Yes.

25 Q. These are your words. So what does

1 "primary use case for XRP today" mean in this email  
2 of July 5th, 2019?

3 A. This bullet point is meant to explain to  
4 the leader of a digital asset exchange that they're  
5 really important to us.

6 Q. Okay. So that's not my question.

7 MS. ZORNBERG: Okay.

8 BY MS. GUERRIER:

9 Q. What is the definition of "primary use  
10 case" in your email of July 5th, 2019?

11 MS. ZORNBERG: I'm going to note for the  
12 record my objection and that this is at least the  
13 sixth time that SEC counsel, when she doesn't like  
14 the answer given, says, "that wasn't my question."  
15 The witness is doing his best to answer the  
16 questions. If you don't -- you can put another  
17 question.

18 MS. GUERRIER: Okay. Thank you.

19 Q. Can you answer the question?

20 A. "Primary" would mean first. "Use" I would  
21 think of like how you use something or "use case"  
22 meaning an instant where one uses things.

23 Q. Okay. So based on this email, the  
24 speculative use case is the primary use case for  
25 XRP. Is that what you mean in this email?

1 MS. ZORNBERG: Object to form. Asked and  
2 answered.

3 THE WITNESS: As I would explain to the  
4 leader of a digital asset exchange, yes.

5 BY MS. GUERRIER:

6 Q. Okay. And your next statement:

7 "And the exchanges are the  
8 main enabler of this use case."

9 What did you mean by that?

10 A. I meant that, as I think we answered a few  
11 times in the last email, the -- as I call  
12 speculative, which is capital markets, market  
13 making, custody providing, digital asset exchanges,  
14 are a very important part of the XRP ecosystem.

15 Q. So when you say that the exchanges are the  
16 main enabler of this use case, what do you mean by  
17 the "main enabler"?

18 MS. ZORNBERG: Objection. Asked and  
19 answered.

20 THE WITNESS: I meant the primary place  
21 where people go to make markets, to buy, to sell, to  
22 get custody, to earn yield, all the activities that  
23 take place within capital markets in the  
24 cryptocurrency world. The main place where that  
25 activity is enabled is on the digital asset



1 exchanges.

2 BY MS. GUERRIER:

3 Q. Okay. So your next point, if I could call  
4 it that, if you could please read it into the  
5 record.

6 A. "Ultimately, we want to double the daily  
7 trading volume of XRP, which I think the exchanges  
8 would like as well."

9 Q. Okay. So is this an accurate statement as  
10 of July 5th, 2019?

11 A. This I would say is, again, me trying to  
12 get the leader of a digital asset exchange  
13 interested in what we're doing.

14 Q. So is what you're doing trying to double  
15 the daily trading volume of XRP?

16 A. We were trying to drive the utility of  
17 XRP, and one of the primary ways in which we measure  
18 that was through liquidity.

19 Q. Okay. There's no utility in this email,  
20 correct? There's no reference to utility in your  
21 email. Is that an accurate statement?

22 A. Liquidity is the life blood of utility.

23 Q. Okay. You make no reference to utility in  
24 this email, correct?

25 A. I do. I say you adoption, liquidity.

1 That's all utility.

2 Q. Okay. You did not provide the word  
3 "utility" in this email that you just read --

4 A. Correct.

5 Q. -- is that correct?

6 A. That is correct.

7 Q. Okay. So when you say you want to double  
8 the trading volume of XRP, can you explain what you  
9 mean by wanting to double the trading volume of XRP?

10 MS. ZORNBERG: Object to form. Asked and  
11 answered.

12 You can answer again.

13 THE WITNESS: So are you questioning what  
14 these words mean? Is that what you're asking me?

15 BY MS. GUERRIER:

16 Q. I want to know what you mean by "we want  
17 to double the daily trading volume of XRP"?

18 A. Yes. So what I meant is that you, in this  
19 case Ms. [REDACTED], the leader of a digital asset  
20 exchange, should want to work with us to help us  
21 build up the XRP ecosystem.

22 Q. So that's not what you wrote in this  
23 email.

24 A. You didn't ask what I wrote. You asked  
25 what I meant.

1 Q. Okay. So what you wrote was you want to  
2 double -- I asked you what you meant by "we want to  
3 double the daily trading volume of XRP."

4 Did you want to actually, in fact, double  
5 the trading volume of XRP?

6 A. No. This is shorthand for, like, come  
7 work with us. Like, this seems to align with what  
8 your goals are. But, like, we never had a goal of  
9 doubling the daily trading volume.

10 Q. So why would you include that statement in  
11 an email?

12 A. This was me trying to tell the leader of a  
13 digital asset exchange that they should come, want  
14 to work with us.

15 Q. Okay. So were you involved at all in  
16 trading XRP at Xpring?

17 A. Trading XRP?

18 Q. Yeah.

19 A. No. Never.

20 Q. Okay. So were you -- and was Xpring  
21 helping with the trading -- with the volume of XRP  
22 with trading?

23 MS. ZORNBERG: Object to form.

24 THE WITNESS: What do you mean by  
25 "helping"?



1 BY MS. GUERRIER:

2 Q. Well, I'm trying to understand what you  
3 mean by, you know, the daily trading volume of XRP.

4 MS. ZORNBERG: Okay. Object to form.

5 Asked and answered. And this is bordering on  
6 badgering the witness. I'll allow it.

7 THE WITNESS: So at Xpring, our focus is  
8 on driving the utility of XRP and XRP Ledger by  
9 building an ecosystem of companies that are using  
10 the Ledger. We did that by writing software,  
11 providing tools, things like APIs and STKS that made  
12 it easier to use the XRP Ledger. One of the more  
13 important potential developers on that platform is a  
14 digital asset exchange.

15 If we make tools, pieces of open-source  
16 software, that allow an exchange to double their  
17 trading -- daily trading volume, that's really good  
18 for an exchange. That's how they make their money.  
19 This, to me, she should read this as, yes, I make a  
20 lot of money when I double my daily trading volume.

21 And so if I can provide you with tools, if  
22 I can give you an STK or I can provide you with an  
23 API that allows your technology to work so much  
24 better that you could do this, you should want to  
25 come talk to me.

1 BY MS. GUERRIER:

2 Q. So your testimony is this was not about  
3 doubling the volume of XRP on the exchanges. Is  
4 that what you're saying right now?

5 MS. ZORNBERG: Object to form and  
6 misstates the testimony.

7 THE WITNESS: This is me trying to say  
8 that we are aligned in our incentives of trying to  
9 drive liquidity and trying to drive utility, and we  
10 have teams of people looking to help you accomplish  
11 that.

12 BY MS. GUERRIER:

13 Q. Okay. If you go down to the sentence  
14 after "we'd love to hear from your thoughts," your  
15 first statement, can you read that, please, into the  
16 record.

17 A. Sure. This is on the "we'd love to hear  
18 from your thoughts on"?

19 Q. Yes.

20 A. "How exchanges think about XRP and  
21 increasing trading volume."

22 Q. Okay. If you stop there, please.

23 A. Yeah.

24 Q. So why did you want to know how exchanges  
25 think about XRP and increasing trading volume?

1           A.    So we're trying to build a platform and  
2   technologies that work with entities like digital  
3   asset exchanges. Their primary business is trading  
4   volume. And so the number one business of sales is  
5   understand your customer.

6           And so I want to understand what that --  
7   what those developers -- how they're thinking about  
8   making their business grow. 'Cause if I can provide  
9   them with tools, if I can provide them with STKs in  
10  software that helps their business grow, it's very  
11  good for them.

12          Q.    Weren't you concerned here about  
13  increasing the trading volume for XRP for Ripple?

14          MS. ZORNBERG: Object to form and  
15  misstates the testimony.

16          THE WITNESS: No. Why would I be  
17  concerned about increasing trading volume for  
18  Ripple? I'm not sure I understand that.

19  BY MS. GUERRIER:

20          Q.    Well, your next sentence, if you want to  
21  read it into the record.

22          A.    Yes.

23                "What can we be doing and  
24                building to help increase trading  
25                volume."



1           Q.    Okay.  So what do you mean by what could  
2   you -- could be doing to help increase trading  
3   volume?

4           A.    So this is about the activities that we're  
5   taking on Xpring, which is building an ecosystem,  
6   investing in companies, partnering with companies,  
7   writing code, releasing open-source software that  
8   enables XRP and, arguably, we worked across all  
9   other currencies, to help use cryptocurrency to  
10  achieve their objectives.

11          Q.    That's not -- sorry.

12          A.    So that was what I was doing and what I  
13  was building.  And I want to understand how the  
14  things that I was doing and building or other ways  
15  in which I could build or do that would help achieve  
16  this individual who I'm writing this email to, help  
17  them achieve their business objectives.

18          Q.    So why are you focusing on the XRP trading  
19  volume as opposed to the example that you just gave  
20  here about building the ecosystem in your email?

21               MS. ZORNBERG:  Objection.  Misreads the  
22  document.  Misstates prior testimony.

23               THE WITNESS:  This is an email to the CEO  
24  of a digital asset exchange.

25   /  /

1 BY MS. GUERRIER:

2 Q. I understand.

3 A. Digital asset exchanges make money based  
4 on trading volume.

5 Q. Okay. But -- sorry.

6 A. So I want to understand how we can help  
7 their business grow.

8 Q. Well, why would you care about how their  
9 business grow if you're on the other side working  
10 for Ripple?

11 MS. ZORNBERG: Object to form.

12 THE WITNESS: Sorry, we were partners with  
13 exchanges. We were not competitive with them.

14 BY MS. GUERRIER:

15 Q. But why -- wouldn't you be interested in  
16 what Ripple can do on the exchanges for its XRP as  
17 opposed to what the exchanges were doing?

18 MS. ZORNBERG: Object to form.

19 THE WITNESS: First of all, I had nothing  
20 to do with what Ripple did with their XRP. Second  
21 of all, Ripple's XRP was a drop in the bucket  
22 compared to what was going on on digital asset  
23 exchanges. There is way more volume on an exchange  
24 than anything that Ripple was doing. They're not  
25 making money off of Ripple selling XRP.

1 BY MS. GUERRIER:

2 Q. But then you refer to doubling the daily  
3 trading volume of XRP in your email.

4 MS. ZORNBERG: Object to form. There's a  
5 continual misstating of the document, the prior  
6 testimony. I really do feel -- 30 minutes on this  
7 that I feel counsel is badgering the witness right  
8 now.

9 THE WITNESS: I'll answer one clarifying  
10 thing, that this daily trading volume of XRP, you  
11 should not read the word "Ripple" before that. That  
12 is not Ripple's XRP. That is XRP traded on the  
13 dozens of digital asset exchanges all over the  
14 planet. This has nothing to do with Ripple's XRP.  
15 This is just XRP liquidity in the marketplace.

16 As we spoke, there are millions of dollars  
17 of cryptocurrencies being traded that has nothing to  
18 do with Ripple or any other corporation.

19 BY MS. GUERRIER:

20 Q. So in the email, why do you use the word  
21 "we want" -- the words "we want to double the daily  
22 trading volume"? So why do you want to double the  
23 daily trading volume of XRP if you're talking about  
24 XRP in general?

25 A. So --



1 MS. ZORNBERG: Objection. Object to form.

2 THE WITNESS: -- we, in this case, is  
3 definitely team Xpring trying to build an ecosystem  
4 of companies that are using XRP. And we measure the  
5 utility. One of the ways which we measure the  
6 utility was through liquidity. General liquidity.  
7 Not our liquidity. We never bought and sold any XRP  
8 through Xpring.

9 BY MS. GUERRIER:

10 Q. But your developers, did they buy -- did  
11 they sell their XRP through Xpring?

12 A. I think we covered this. Should we go  
13 back to it?

14 MS. ZORNBERG: I would like to take a  
15 break.

16 MS. GUERRIER: Once he answers the  
17 question.

18 MS. ZORNBERG: I'm sorry, what's the  
19 question, I didn't hear the question.

20 (Record read by the reporter  
21 as follows:

22 "QUESTION: But your  
23 developers, did they buy -- did  
24 they sell their XRP through  
25 Xpring?"

1 MS. ZORNBERG: Yeah.

2 THE WITNESS: Sorry.

3 MS. ZORNBERG: Object to form. Asked and  
4 answered.

5 THE WITNESS: I actually think this was a  
6 different question. When you say "their XRP," what  
7 XRP are you referring to?

8 BY MS. GUERRIER:

9 Q. The developers that received the XRP from  
10 Ripple?

11 A. So you're talking about XRP received from  
12 Xpring?

13 Q. Yes.

14 A. So I don't have a specific knowledge -- I  
15 believe I stated this -- as to what they did with  
16 their XRP. I was aware that they were liquidating  
17 some of their XRP.

18 MS. ZORNBERG: Okay. Can we take a break?

19 MS. GUERRIER: Sure.

20 THE VIDEOGRAPHER: Okay. Off the record  
21 at 2:56 p.m.

22 (Whereupon, a recess was taken.)

23 THE VIDEOGRAPHER: This is the beginning  
24 of file number 5. We're back on the record at  
25 3:10 p.m.

1 MS. GUERRIER: I'm handing you an unmarked  
2 exhibit. I think it's number 9. 9.

3 (Whereupon, Deposition Exhibit EB-9  
4 was marked for identification.)

5 BY MS. GUERRIER:

6 Q. This is document 1071027.

7 A. Okay.

8 Q. Have you had a chance to review the  
9 document?

10 A. I have.

11 Q. Do you recognize the document marked  
12 1071027?

13 A. Yes.

14 Q. What is this document?

15 A. It looks like notes from my notebook.

16 Q. Okay. And can you tell me what your notes  
17 are about?

18 MS. ZORNBERG: Object to form.

19 THE WITNESS: The left looks like a list  
20 of people of whom I'm not sure I know all the people  
21 on it. But [REDACTED] probably refers to [REDACTED]  
22 [REDACTED] was on my team. I'm not 100 percent sure who  
23 [REDACTED] is. And then the right looks like some notes  
24 around stewardship.

25 / /



1 BY MS. GUERRIER:

2 Q. Who is [REDACTED] -- I'm sorry, what is the  
3 first name on the left hand?

4 A. I -- [REDACTED] I believe that says.  
5 Sorry, my handwriting is atrocious.

6 Q. And who is [REDACTED]?

7 A. I don't know. I don't remember.

8 Q. Okay. So under "Stewardship" -- what is  
9 the purpose of this list you have under  
10 "Stewardship"?

11 MS. ZORNBERG: Object to form.

12 THE WITNESS: I don't know specifically.

13 BY MS. GUERRIER:

14 Q. Okay. Do you know what you meant by  
15 "volatility hedging"? Did I read that correctly, on  
16 the right-hand side?

17 A. Looks like hedging.

18 MS. ZORNBERG: Objection. Lack of  
19 foundation.

20 THE WITNESS: I mean, I would think --  
21 generally, I think this goes back to an email you  
22 showed me earlier, from before I was working at  
23 Ripple, speaking around stewardship of XRP.

24 BY MS. GUERRIER:

25 Q. Do you recall when you wrote this

1 document?

2 A. I do not.

3 Q. Okay. So from the line on the right hand  
4 under "Stewardship," the statement before the last,  
5 can you read that into the record?

6 A. "Ripple not acting against speculators."

7 Q. What do you mean by that statement?

8 MS. ZORNBERG: Objection. Lack of  
9 foundation.

10 THE WITNESS: I am not sure.

11 BY MS. GUERRIER:

12 Q. Did you have a reason to believe that  
13 Ripple was not acting against speculators?

14 MS. ZORNBERG: Object to form.

15 THE WITNESS: I'm not -- sorry. Your  
16 question is did I have reason to believe that Ripple  
17 was not acting against speculators.

18 I don't know. Depends on how -- I  
19 understand the words in your question but I'm  
20 struggling with the negative, positive, did I have a  
21 reason to believe that Ripple was not acting against  
22 speculators.

23 BY MS. GUERRIER:

24 Q. Okay. Why did you include this statement,  
25 Ripple was not acting against speculators, in this

1 document?

2 MS. ZORNBERG: Objection. Lack of  
3 foundation.

4 THE WITNESS: I don't know.

5 BY MS. GUERRIER:

6 Q. And what do you mean here by "stewardship"  
7 on this document?

8 MS. ZORNBERG: Objection. Lack of  
9 foundation.

10 THE WITNESS: I don't know specifically.  
11 As I said, I think this is probably around XRP  
12 stewardship.

13 BY MS. GUERRIER:

14 Q. Okay. Were you involved with marketing at  
15 Xpring?

16 MS. ZORNBERG: Object to form.

17 THE WITNESS: Yes, to some extent.

18 BY MS. GUERRIER:

19 Q. What was your involvement with marketing  
20 when you worked for Xpring?

21 A. So my involvement with marketing -- and  
22 this may be the same thing, depending on how you  
23 think about a company is -- we've discussed variety  
24 of press releases or outreach to doing PR. So to  
25 the extent that activities we were taking on Xpring



1       were public, I would, at times, work with the  
2       marketing team to stay in sync with them.

3           Q.    Okay.  So did you review press releases  
4       that were prepared by the marketing team?

5           A.    For team Xpring, yes.  Not for the broader  
6       Ripple.

7           Q.    Okay.  Were the -- were Ripple components  
8       included in any broad Xpring marketing -- Xpring  
9       meaning Ripple marketing?

10           MS. ZORNBERG:  Object to form.

11           MS. GUERRIER:  I'll rephrase the question.

12       BY MS. GUERRIER:

13           Q.    Were Ripple-related issues included in any  
14       Xpring marketing?

15           MS. ZORNBERG:  Object to form.

16           THE WITNESS:  So we didn't shy away from  
17       the fact that Xpring was part -- was an initiative  
18       taking part within Ripple.  So in many ways, the  
19       short answer is yes, 'cause they were one and the  
20       same.

21       BY MS. GUERRIER:

22           Q.    Okay.  Did you -- did you prepare any  
23       marketing reports for Xpring?

24           A.    I don't think so.

25           Q.    Okay.  Do you know if Ripple prepared any

1 marketing reports when you worked there?

2 MS. ZORNBERG: Object to form.

3 THE WITNESS: Can you be more -- what do  
4 you mean by "marketing reports"?

5 BY MS. GUERRIER:

6 Q. Well, did Ripple prepare any sort of  
7 documents that involved marketing reports?

8 MS. ZORNBERG: Object to form.

9 THE WITNESS: So Ripple did a lot of  
10 marketing communication. We have websites. I'm  
11 sure we had written materials.

12 BY MS. GUERRIER:

13 Q. Were there any materials regarding sales  
14 of XRP?

15 A. I don't know.

16 Q. Now, did Xpring have any materials  
17 regarding sales of XRP for marketing?

18 MS. ZORNBERG: Object to form.

19 THE WITNESS: Sorry, I think I understand  
20 the question you're asking, which I -- when you  
21 asked sales, I didn't understand. Ripple prepared,  
22 I assume still does, a quarterly document called the  
23 XRP markets report, which talks about the XRP  
24 markets.

25 / /

1 BY MS. GUERRIER:

2 Q. Okay. Did Xpring have any involvement in  
3 this quarterly XRP market reports in the preparation  
4 of it?

5 A. Yes.

6 Q. Did you help in the preparation of the  
7 quarterly marketing report?

8 A. Yes.

9 Q. What specifically did you do?

10 A. I would help contribute the activities of  
11 both Xpring as well as our developer ecosystem, help  
12 contribute highlights to that document.

13 Q. Okay. Did you work with an individual  
14 named Monica Long?

15 A. I did.

16 Q. When did you work with Monica Long?

17 A. For my entire tenure at Ripple.

18 Q. Okay. In what capacity did you work with  
19 Monica Long?

20 A. Monica Long was a peer of mine. She was,  
21 I believe, the SVP of marketing for I think the  
22 entire time that I was at Ripple.

23 Q. Did you report to Monica Long?

24 A. I did not.

25 Q. You didn't.



1           So did -- what sort of projects did you  
2       work with Monica Long?

3           MS. ZORNBERG: Objection. Lack of  
4       foundation.

5           THE WITNESS: So Monica managed the  
6       marketing team and possibly the communication team.  
7       I sometimes got them confused. So to your prior  
8       question around marketing activities that we took,  
9       it would be with members of her team.

10       BY MS. GUERRIER:

11           Q. Okay. Were there any conflicts between  
12       you and Monica Long in your working with her?

13           A. No. Monica is great.

14           MS. GUERRIER: Let me hand you what's been  
15       marked EB-40.

16                       (Whereupon, Deposition Exhibit EB-40  
17                       was marked for identification.)

18           THE WITNESS: Okay.

19       BY MS. GUERRIER:

20           Q. So did there come a time when you worked  
21       at Xpring where Monica Long was placed in charge of  
22       Xpring?

23           A. No.

24           Q. Did you have to share your  
25       responsibilities with Monica Long at any time when

1     you worked at Xpring?

2             MS. ZORNBERG: Object to form.

3             THE WITNESS: No.

4     BY MS. GUERRIER:

5             Q. Okay. Did you have a disagreement with  
6     Monica Long about what her responsibilities were  
7     with respect to Xpring?

8             A. I don't know if I would characterize it as  
9     a disagreement. I would say we may not have agreed.

10            Q. Okay. And what did you not agree on?

11            A. I think if I was to characterize it, I  
12     would say I didn't agree with the amount of input  
13     that Monica and her marketing team should have on  
14     our activities on Xpring.

15            Q. So what sort of input are you referring  
16     to?

17            A. So I think some of the things that she  
18     laid out on I guess page 2 of this document around  
19     brand, design, PR, events and the likes.

20            Q. Okay. So why didn't you agree with her  
21     input on some of those items that you just  
22     described?

23            A. So I touch on some of this in my email to  
24     Brad. I felt as though the team we were building  
25     and the culture of the team that we were trying to

1 build and the nature of our constituents on Xpring  
2 was different than the rest of Ripple. And I was  
3 concerned that the input would negatively impact our  
4 speed, our ability to recruit great people on the  
5 team, and ultimately our ability to have an impact.

6 Q. Did you have any understanding with Ripple  
7 that you would have your own autonomy on Xpring?

8 MS. ZORNBERG: Object to form.

9 Did you say your own economy?

10 MS. GUERRIER: Autonomy.

11 MS. ZORNBERG: Autonomy. Thank you.

12 Still object to form.

13 THE WITNESS: I would say that there was a  
14 general understanding between Brad and I that team  
15 Xpring would be relatively independent.

16 BY MS. GUERRIER:

17 Q. Okay. And so did Mr. Garlinghouse have  
18 the same view as you that Xpring would be relatively  
19 independent?

20 A. I would say that -- that his view probably  
21 changed over time, like generally yes, but not  
22 always.

23 Q. Was there a reason why his view changed  
24 about you having more autonomy with Xpring?

25 MS. ZORNBERG: Object to form.



1 THE WITNESS: I don't know.

2 BY MS. GUERRIER:

3 Q. So in your email on the first page, it's  
4 from you on August 30th, 2019, to  
5 Brad Garlinghouse. And the subject is  
6 "Xpring/Marketing delineation straw man."

7 If you look at the third paragraph, are  
8 you, in this paragraph, basically stating that you  
9 did not want to work jointly with Monica Long?

10 MS. ZORNBERG: Object to form.

11 You can answer.

12 THE WITNESS: I think this paragraph in  
13 this document is me trying to fight for as much  
14 independence as I could get.

15 BY MS. GUERRIER:

16 Q. And did you receive a response from  
17 Mr. Garlinghouse about you fighting for -- as much  
18 independence as you could?

19 MS. ZORNBERG: Object to form.

20 THE WITNESS: I'm sure we spoke about it,  
21 but I don't believe there was very specific  
22 delineated outcomes.

23 BY MS. GUERRIER:

24 Q. Okay. So ultimately, were you and  
25 Ms. Long able to work together on your projects?

1 MS. ZORNBERG: Object to form.

2 THE WITNESS: Monica and I always worked  
3 super well together.

4 BY MS. GUERRIER:

5 Q. Okay. Now, when did you leave Xpring?

6 A. October 2020, I believe.

7 Q. Why did you leave the company?

8 A. I wanted to go work on a new start-up.

9 Q. Okay. Did you become disenchanted at all  
10 with your work at Xpring?

11 MS. ZORNBERG: Object to form.

12 THE WITNESS: No. I loved my team.

13 BY MS. GUERRIER:

14 Q. Okay. Was Xpring successful when you left  
15 the company?

16 A. Xpring had -- we had some things that we  
17 were successful at and some things that we weren't  
18 successful at and some things that were middle of  
19 the road.

20 Q. Was Mr. Garlinghouse satisfied with your  
21 work at Xpring?

22 MS. ZORNBERG: Object to form.

23 THE WITNESS: I don't know. I'd -- I'd  
24 like to think so.

25 / /

1 BY MS. GUERRIER:

2 Q. Well, did you have reviews of your  
3 performance at Xpring?

4 A. Yes.

5 Q. And when did you have your last review at  
6 Xpring?

7 A. I don't recall.

8 Q. Okay. So did you leave the company in  
9 good terms?

10 A. Yes.

11 MS. GUERRIER: Let me hand you what's been  
12 premarked Exhibit 47.

13 (Whereupon, Deposition Exhibit EB-47  
14 was marked for identification.)

15 THE WITNESS: Okay.

16 BY MS. GUERRIER:

17 Q. Okay. So this is an email from you dated  
18 February 9, 2020, to Mr. Garlinghouse. And it's  
19 titled "Xpring escalations."

20 So can you just tell me generally, what is  
21 the purpose of this email?

22 A. The purpose of this email is to express  
23 some frustrations with how team Xpring was  
24 interacting with the rest of the broader Ripple  
25 organization.



1 Q. Okay. So what were some of your  
2 frustrations at the time of this email?

3 A. Some of the frustrations were around  
4 recruiting. Some of them were around budgeting.  
5 Those are kind of the specifics, I think.

6 Q. So was Xpring provided the funds that it  
7 needed to operate around the time that you wrote  
8 this email?

9 MS. ZORNBERG: Object to form.

10 THE WITNESS: What do you mean when you  
11 say "needed to operate"?

12 BY MS. GUERRIER:

13 Q. Okay. Well, if you go down to your email,  
14 the second-to-last paragraph, can you explain what  
15 you meant in this point that you made regarding  
16 funding, basically?

17 MS. ZORNBERG: Is that the paragraph that  
18 starts, "As a point of comparison"?

19 MS. GUERRIER: Yes.

20 THE WITNESS: So this paragraph is me  
21 making the case to my manager that we should be  
22 spending more money rather than less on the efforts  
23 of team Xpring.

24 BY MS. GUERRIER:

25 Q. Okay. So was there a time when your

1 funding was reduced for Xpring?

2 A. That's a good question.

3 I think the best way to characterize it  
4 would be to say that Xpring started small and  
5 relatively casual, and as it became larger, became  
6 more formalized. And so it was more of budgets  
7 being placed on Xpring where, previously, it had  
8 been more ambiguous and vague.

9 Q. Okay. So when you say Xpring started  
10 casual, do you mean in terms of financing or just in  
11 the structure of the -- of Xpring itself?

12 A. In terms of financing, Xpring started as  
13 three people. So it was -- there wasn't a lot of  
14 resources, per se, invested on it.

15 Q. But when it started, Ripple did invest a  
16 large amount of funds into Xpring. Is that an  
17 accurate statement?

18 MS. ZORNBERG: Object to form.

19 THE WITNESS: Yes.

20 BY MS. GUERRIER:

21 Q. Okay. So by the time you wrote this  
22 email, in February 2020, did you feel that Xpring  
23 was not receiving the funds that it needed from  
24 Ripple?

25 A. I felt that Xpring was an important part

1 of our strategy and deserved more resources.

2 Q. If you flip the page to the last --  
3 next-to-last paragraph, and you talk about Xpring  
4 not reaching its -- near its full potential, can you  
5 explain what you meant here, please?

6 A. By that word or by this paragraph?

7 Q. By the -- by the statement in this  
8 paragraph.

9 MS. ZORNBERG: The full paragraph?

10 MS. GUERRIER: Yes.

11 THE WITNESS: So I would say this  
12 paragraph is making the case that Xpring will be  
13 more effective at reaching an -- its objectives as a  
14 standalone entity than as a business unit inside of  
15 a large organization like Ripple.

16 BY MS. GUERRIER:

17 Q. Okay. Was -- were there any  
18 dissatisfactions on how Xpring was operating around  
19 the time that you wrote this email in February of  
20 2020?

21 MS. ZORNBERG: Object to form.

22 THE WITNESS: Dissatisfactions from whom?

23 BY MS. GUERRIER:

24 Q. From your boss, Mr. Garlinghouse.

25 MS. ZORNBERG: Object to form.



1 THE WITNESS: So the challenges that team  
2 Xpring had with other departments, such as  
3 recruiting or finance or marketing, all ultimately  
4 would roll up to Brad, because each one of those  
5 functions rolled up to him as leader. So certainly,  
6 he would witness them and we would talk about them  
7 to try to actually make for a smoothly operating  
8 organization.

9 BY MS. GUERRIER:

10 Q. Was the company dissatisfied with your  
11 work as SVP of Xpring?

12 A. I don't think --

13 MS. ZORNBERG: Object to form.  
14 You can answer.

15 THE WITNESS: Sorry.  
16 I don't think so.

17 MS. GUERRIER: Let me hand you this  
18 document marked -- premarked EB-48.

19 (Whereupon, Deposition Exhibit EB-48  
20 was marked for identification.)

21 THE WITNESS: Okay.

22 BY MS. GUERRIER:

23 Q. All right. So this is an exhibit, an  
24 email from [REDACTED] dated April 9th,  
25 2020, to you, copying [REDACTED] and [REDACTED]

1 [REDACTED] And the subject is "Xpring is a  
2 disaster...community abandonment."

3 Have you seen this email before?

4 A. I've been on this -- like, I'm on the  
5 thread, so yes.

6 Q. Okay. So can you just generally explain  
7 what this email thread is about?

8 A. So it's worth noting it appears to be an  
9 incomplete thread, at least the last email says  
10 "thanks for your email," which makes me a little  
11 cautious to jump into the middle of the thread.

12 Q. What email thread are you referring to?

13 A. So the last email, the oldest email in  
14 this from Brad Garlinghouse, Saturday,  
15 April 4th --

16 Q. Right.

17 A. -- says "thanks for your email."

18 Q. Okay.

19 A. So --

20 Q. Were you on this string of emails?

21 MS. ZORNBERG: Yeah, objection. I think  
22 the witness is expressing a concern that it's an  
23 incomplete thread.

24 THE WITNESS: I was on this -- this email  
25 where [REDACTED] wrote to me:

1                    "He didn't say much. Brought  
2                    up his identity solution and how we  
3                    weren't interested in that."  
4                    And I was on the next one since I wrote --  
5                    I wrote:

6                    "What was his feedback on  
7                    PayID?"

8                    MS. ZORNBERG: For example. Can you make  
9                    any representation, Ms. Guerrier, about whether you  
10                   have the original thread to which Brad Garlinghouse  
11                   responded on April 4, 2020, which was the Xpring is  
12                   a disaster email?

13                   MS. GUERRIER: I cannot. I can only  
14                   provide the emails that were produced. This is what  
15                   we have.

16                   BY MS. GUERRIER:

17                   Q. So I'm going to focus on your answer --

18                   A. Okay.

19                   Q. -- to this email.

20                   So were you aware of discussions of Xpring  
21                   being a disaster around April of 2020?

22                   MS. ZORNBERG: Okay. Object to form. And  
23                   object to him being asked about Xpring is a disaster  
24                   without providing the actual original email to which  
25                   this chain responds.



1 THE WITNESS: I was aware of an email  
2 from, I believe, a Mr. [REDACTED] with that  
3 subject.

4 BY MS. GUERRIER:

5 Q. Okay. Do you know who Mr. [REDACTED]  
6 is?

7 A. Yes.

8 Q. Okay. And do you know why he was speaking  
9 of Xpring as being a disaster?

10 MS. ZORNBERG: So standing objection that  
11 Mr. [REDACTED] email, the one that's being discussed  
12 now, is not -- has not been provided to the witness.

13 If you have a recollection that allows to  
14 you answer, please answer, Mr. Beard. If you can't  
15 answer without that underlying email, then you  
16 should indicate that.

17 THE WITNESS: I would say generally, it  
18 looks as though Mr. [REDACTED] did not agree with some  
19 of what we were doing on Xpring.

20 BY MS. GUERRIER:

21 Q. So, for example, being -- funding a small  
22 amount of start-ups, is that an accurate  
23 representation of what some of his objections were?

24 MS. ZORNBERG: Objection.

25 THE WITNESS: According -- I hesitate to

1 say that. According to [REDACTED] email about a  
2 conversation he had with Mr. [REDACTED] that appears  
3 to be a topic. But that is not -- Mr. [REDACTED]  
4 words aren't here.

5 BY MS. GUERRIER:

6 Q. Okay. Well -- and if you look at the  
7 first page, you responded on April 9, 2020, you  
8 asked:

9 "What was his feedback on  
10 PayID?"

11 A. Yeah.

12 Q. What were you referring to here?

13 A. So PayID -- oops, sorry. Is that all  
14 right? Okay.

15 PayID was an open source standard for,  
16 I'll say, a name space and addressing for making  
17 payments that works across any payment network, any  
18 ledger, whether blockchain or not blockchain. It  
19 was an effort that we had invested and worked with  
20 the community on creating this open standard and  
21 launching it out to a variety of different start-ups  
22 to help them solve a real pain point, which was both  
23 a pain point around addressing and sending payments.  
24 Also around things like KYC, know your customer, and  
25 other regulatory issues.

1           PayID was built to help developers, free,  
2           anywhere, open source, to actually use that  
3           technology to address those problems. It was  
4           something that, at this time, we were very much  
5           focused on trying to gain adoption on. And so I was  
6           interested to hear from the team that spoke to  
7           Mr. Holland about his opinion on PayID.

8           Q. Did you and Mr. Garlinghouse speak about  
9           this email?

10          A. I don't recall.

11          MS. ZORNBERG: Hold on. Objection to  
12          form. Which email?

13          BY MS. GUERRIER:

14          Q. Did you and Mr. Garlinghouse speak about  
15          the subject of the email, Xpring being a disaster?

16          MS. ZORNBERG: Object to form.

17          THE WITNESS: I don't recall.

18          BY MS. GUERRIER:

19          Q. Okay. When did you leave Xpring?

20          MS. ZORNBERG: Objection. Asked and  
21          answered.

22          THE WITNESS: October 2020.

23          MS. GUERRIER: Okay. Let me hand you an  
24          unmarked exhibit, 10.

25          / /



1 MS. ZORNBERG: Can I have a copy?

2 MR. MOYE: Oh, sorry. Apologies.

3 MS. ZORNBERG: Thank you so much.

4 Forgive me, did you say this is 10?

5 MS. GUERRIER: Yes.

6 MS. DEARBORN: I think we already have an

7 Exhibit 10 marked.

8 MR. MOYE: I think that's right.

9 MS. GUERRIER: Sorry.

10 MR. MOYE: Do 11.

11 MS. DEARBORN: We already have an 11

12 marked as well.

13 MS. GUERRIER: We definitely don't have

14 12, so let mark it as 12.

15 (Whereupon, Deposition Exhibit EB-12

16 was marked for identification.)

17 THE WITNESS: Okay.

18 BY MS. GUERRIER:

19 Q. Earlier you testified that you left to

20 form your own company. Is that an accurate

21 representation of what you stated earlier?

22 A. Yes.

23 Q. Okay. So why did you leave to form your

24 own company?

25 A. 'Cause it was something that I wanted to

1 do.

2 Q. Okay. And did you want to remain in  
3 relationship with Ripple?

4 A. I'm not sure I had an opinion one way or  
5 the other.

6 Q. Okay. So did you ask or request that  
7 Ripple help fund your new venture?

8 A. So we discussed opportunities, and I  
9 believe this morning we discussed specifics on what  
10 that deal looked like.

11 Q. Okay. So did you retain a relationship  
12 with Ripple after you left the company?

13 MS. ZORNBERG: Object to form.

14 THE WITNESS: Do you mean a formal  
15 relationship?

16 BY MS. GUERRIER:

17 Q. Well, why don't you tell me what type of  
18 relationship you retained with Ripple after you  
19 left?

20 A. So when I left Ripple, I had no  
21 relationship with Ripple.

22 Q. Okay. So in your email here, if you look  
23 down to the next to last paragraph, you are  
24 requesting funding from Ripple.

25 What was the purpose of this request?

1 MS. ZORNBERG: Object to form.

2 You can answer.

3 THE WITNESS: Yeah. I'm not sure a  
4 request is a fair characterization.

5 BY MS. GUERRIER:

6 Q. Okay.

7 A. I think I would state this more as  
8 pitching ideas for opportunities to build something  
9 that Ripple might be interested in.

10 Q. So a fund -- part of the idea that you  
11 pitched to Ripple was funding for -- from [REDACTED] to  
12 [REDACTED] Is that an accurate representation of  
13 your statement here?

14 A. I think it's an accurate representation of  
15 this email.

16 Q. Well, is it -- is this what you were  
17 requesting of Ripple?

18 A. Again, I don't think I was requesting  
19 anything of Ripple. I think I was putting out ideas  
20 for how we might be able to build something  
21 together.

22 Q. Okay. So ultimately, did you receive any  
23 funding from Ripple in the amounts that you describe  
24 in your email?

25 A. Are you asking if I received somewhere



1 between [REDACTED] and [REDACTED]?

2 Q. Yes.

3 A. I think we talked about this morning. We  
4 received [REDACTED] from Ripple.

5 Q. Okay. And when did you receive  
6 the [REDACTED]?

7 A. I believe we talked about that as well. I  
8 think it was Q4 of last year or Q1 of this year.

9 Q. Did you sign an agreement with Ripple  
10 about receiving funds?

11 A. Yes.

12 MS. ZORNBERG: Okay. Objection. Asked  
13 and answered.

14 BY MS. GUERRIER:

15 Q. Are you expecting to receive any funds  
16 from Ripple?

17 MS. ZORNBERG: Objection. Asked and  
18 answered, but you can answer.

19 THE WITNESS: Yeah. I believe we spoke  
20 about that. No.

21 BY MS. GUERRIER:

22 Q. Okay. So is there a breach of contract  
23 between yourself and Ripple?

24 MS. ZORNBERG: Objection.

25 THE WITNESS: No.

1 BY MS. GUERRIER:

2 Q. Okay. Has the agreement between and you  
3 Ripple terminated?

4 A. As of this date, no.

5 Q. Okay. Was there an amount in total that  
6 was to be provided to you, not just the [REDACTED] but  
7 was there an agreement on the total amount?

8 MS. ZORNBERG: Objection to form.

9 THE WITNESS: There was --

10 MS. ZORNBERG: Mischaracterizes prior  
11 testimony.

12 Go ahead.

13 THE WITNESS: So I don't remember the  
14 exact dates of executing the agreement, but there  
15 was an agreement with a number of milestones of  
16 which we only reached and we'll only reach one of  
17 those. And so we'll only receive [REDACTED] from  
18 Ripple prior to that deal terminating because we  
19 will not reach any more milestones.

20 MS. GUERRIER: Okay. Give me a few  
21 minutes to just look over my notes.

22 MS. ZORNBERG: Ms. Guerrier, would you  
23 like a break?

24 MS. GUERRIER: No. I don't.

25 THE VIDEOGRAPHER: Off the record?

1 MS. ZORNBERG: No.

2 BY MS. GUERRIER:

3 Q. Did you provide the SEC with a copy of the  
4 agreement between and you Ripple post your leaving  
5 Ripple?

6 A. I didn't provide anything directly to the  
7 SEC.

8 MS. GUERRIER: Well, we'd like to request  
9 a copy of the agreement between Ripple and Mr. Beard  
10 concerning his new venture.

11 MS. ZORNBERG: We'll take it under  
12 advisement.

13 MS. GUERRIER: I think I'm done.

14 THE WITNESS: And, sorry, just to clarify,  
15 that agreement that we're discussing is not between  
16 Ripple and Mr. Beard.

17 MS. ZORNBERG: Yes.

18 THE WITNESS: That is between Ripple and a  
19 corporation.

20 BY MS. GUERRIER:

21 Q. What is -- the corporation that you  
22 referenced this morning?

23 A. Yes.

24 MS. GUERRIER: Okay. Then we'd like to  
25 request that agreement and any other agreements



1 between the corporation, you, if it exists, and  
2 Ripple after you left Ripple in 2020.

3 MS. ZORNBERG: We'll take it under  
4 advisement.

5 THE REPORTER: Are we off the record?

6 MS. GUERRIER: Yes.

7 MS. ZORNBERG: Just before we go off the  
8 record. I'll put on the record, there are no  
9 questions from Ripple Labs.

10 MS. DEARBORN: And no questions for  
11 Mr. Larsen.

12 THE VIDEOGRAPHER: Okay. This concludes  
13 today's deposition on August 24th, 2021. We are  
14 off the record at 3:55 p.m. Master media will be  
15 retained by Gradillas Court Reporting.

16 (Whereupon, a recess was taken.)

17 THE VIDEOGRAPHER: This is the start of  
18 file 6. We're back on the record at 4:04 p.m.

19 MS. ZORNBERG: Okay. Thank you for coming  
20 back on the record. I want -- Mr. Beard would like  
21 to provide a clarification relating to his testimony  
22 about his current company and the entity that had  
23 the marketing agreement with Ripple.

24 Mr. Beard, please go ahead.

25 THE WITNESS: Thank you.

1           So the agreement that was signed with  
2     Ripple Labs in December of 2020 was signed with our  
3     company then, which was called [REDACTED]

4     [REDACTED] We subsequently, just recently, have converted  
5     that into a C corp called [REDACTED] which is  
6     what I referred to this morning.

7     BY MS. GUERRIER:

8           Q.    Okay. So when was the sequel conversion?

9           A.    Sorry, I want to get that --  
10    August 15th-ish. Sorry, I don't remember the  
11    exact date off the top of my head.

12          Q.    2021?

13          A.    2021. About ten days ago.

14               MS. GUERRIER: Okay. Thank you.

15               THE WITNESS: Thank you.

16               MS. ZORNBERG: Okay.

17               THE VIDEOGRAPHER: This concludes today's  
18    deposition on August 24th, 2021. We are off the  
19    record at 4:05 p.m.

20               (Deposition concluded at 4:05 p.m.)  
21  
22  
23  
24  
25

## 1 CERTIFICATE OF WITNESS

2  
3  
4 I, ETHAN BEARD, do hereby declare under  
5 penalty of perjury that I have read the entire  
6 foregoing transcript of my deposition testimony,  
7 or the same has been read to me, and certify that  
8 it is a true, correct and complete transcript of  
9 my testimony given on August 24, 2021, save and  
10 except for changes and/or corrections, if any, as  
11 indicated by me on the attached Errata Sheet, with  
12 the understanding that I offer these changes and/or  
13 corrections as if still under oath.

14 \_\_\_\_\_ I have made corrections to my deposition.

15 \_\_\_\_\_ I have NOT made any changes to my deposition.

16  
17 Signed: \_\_\_\_\_  
18 ETHAN BEARD

19 Dated this \_\_\_\_\_ day of \_\_\_\_\_ of 20\_\_\_\_.  
20  
21  
22  
23  
24  
25



## 1 CERTIFICATE OF REPORTER

2 I, Kathleen A. Wilkins, Certified  
3 Shorthand Reporter licensed in the State of  
4 California, License No. 10068, hereby certify that  
5 deponent was by me first duly sworn, and the  
6 foregoing testimony was reported by me and was  
7 thereafter transcribed with computer-aided  
8 transcription; that the foregoing is a full,  
9 complete, and true record of proceedings.

10 I further certify that I am not of counsel  
11 or attorney for either or any of the parties in the  
12 foregoing proceeding and caption named or in any way  
13 interested in the outcome of the cause in said  
14 caption.

15 The dismantling, unsealing, or unbinding  
16 of the original transcript will render the  
17 reporter's certificates null and void.

18 In witness whereof, I have hereunto set my  
19 hand this day:

20   x   Reading and Signing was requested.

21        Reading and Signing was waived.

22        Reading and Signing was not requested.

23 \_\_\_\_\_  
24 KATHLEEN A. WILKINS

25 CSR 10068, RPR-RMR-CRR-CCRR-CLR-CRC

## ERRATA SHEET

Deposition of: ETHAN BEARD

Date taken: AUGUST 24, 2021

Case: SEC v. RIPPLE LABS, INC., et al.

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## Transcript Word Index











































































